

L06000087506

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

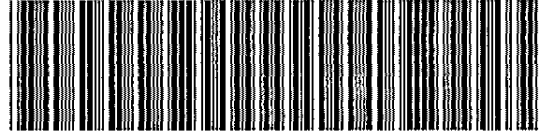
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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09/11/06 01007 -001 \*\*20.00

09/06/06--01023--017 \*\*155.00

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OK

COEAPL PC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

06 SEP -6 AM 8:37 2006 SEP -6 PM 1:55

FILED

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: TRACY SPEAR

DATE: 09/06/06

REF. #: 000170.56971

CORP. NAME: PLANT CITY MOTORS, INC. converting into PLANT CITY MOTORS, LLC

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06 SEP - 6 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION                   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION                 |   |  |
| <input checked="" type="checkbox"/> OTHER: CERTIFICATE OF CONVERSION |   |  |

STATE FEES PREPAID WITH CHECK# 518380 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> CERTIFIED COPY                   | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

CERTIFICATE OF CONVERSION  
CONVERTING PLANT CITY MOTORS, INC.  
INTO PLANT CITY MOTORS, LLC

FILED  
06 SEP -6 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1113 and 608.439 of the Florida Statutes, Plant City Motors, Inc., a Florida corporation, hereby delivers this Certificate of Conversion for the purpose of converting Plant City Motors, Inc., into Plant City Motors, LLC, a Florida limited liability company (the "Conversion").

235310

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Plant City Motors, Inc., a Florida corporation (the "Converting Entity"). The Converting Entity was first incorporated under the laws of the State of Florida on January 1, 1961 under the name B.M. Smith Motors, Inc. On February 28, 2001, the Converting Entity changed its corporate name to Plant City Motors, Inc.

2. The name of the Florida limited liability company into which the Converting Entity has been converted is Plant City Motors, LLC (the "Converted Entity").

3. The Converting Entity has been converted into the Converted Entity in compliance with the applicable provisions of Chapters 607 and 608 of the Florida Statutes.

4. The Plan was approved by the Converting Entity in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, on September 5, 2006.

5. This Conversion shall become effective upon the filing of this Certificate of Conversion with the Florida Department of State.

6. The principal office of the Converted Entity is 1700 S. MacDill Avenue, Tampa, Florida 33629.

7. The Converting Entity has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607.1301-607.1333 of the Florida Statutes; provided, however, the sole shareholder of the Converting Entity has consented to the Conversion and therefore no shareholder has appraisal rights.

DULY EXECUTED by the undersigned on this 5<sup>th</sup> day of September, 2006.

PLANT CITY MOTORS, INC., a Florida  
corporation

By:   
Steven A. Uiterwyk, President

ARTICLES OF ORGANIZATION  
OF  
PLANT CITY MOTORS, LLC

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06 SEP -6 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company (hereafter, the "Company") is:

Plant City Motors, LLC

ARTICLE 2

Effective Date

This Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

ARTICLE 3

Mailing Address and Principal Office

The address of the principal office and the mailing address of the Company is 1700 S. MacDill Avenue, Tampa, Florida 33629.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the name of the initial registered agent of this Company at that address is Leslie Wager Hudock.

ARTICLE 5

Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned authorized representative of the sole member has executed these Articles of Organization this 5th day of September, 2006, and the undersigned registered agent acknowledges that she is familiar with, and accepts, the obligations of her position as registered agent of the Company as provided for in Chapter 608 of the Florida Statutes.



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LESLIE WAGER HUDOCK, Authorized  
Representative and Registered Agent